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**DONELAN, CLEARY, WOOD & MASER, P.C.**

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July 17, 1995

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RECORDATION NO. 16129-I, J, and K FILED 1995

JUL 17 1995 - 1 20 PM

Recordation No. 16129-I, J, and K INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Wilmington Trust Company, I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of three secondary documents, not previously recorded. The first of the three documents is entitled Lease Supplement No. 3 and is to be recorded under Recordation No. 16129-I. The second of the three documents is entitled Lease Supplement No. 4 and is to be recorded under Recordation No. 16129-J. The third of the three documents is entitled Lease Supplement No. 5 and is to be recorded under Recordation No. 16129-K. All three documents are dated as of February 1, 1995 (hereinafter together referred to as "Supplements").

The parties to all three of the enclosed Supplements are:

Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

- OWNER TRUSTEE/LESSOR

GE Capital Railcar Associates, Inc.  
33 West Monroe  
Chicago, IL 60603

- LESSEE

RECEIVED  
OFFICE OF THE  
SECRETARY  
JUL 17 1 22 PM '95  
LICENSING BRANCH

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Equipment Lease Agreement (as supplemented) dated as of December 15, 1988 now between the above parties, filed and recorded with the Interstate Commerce Commission December 30, 1988 under 16129.

The units of equipment covered by the Supplements are as identified in Schedule A of each thereof.

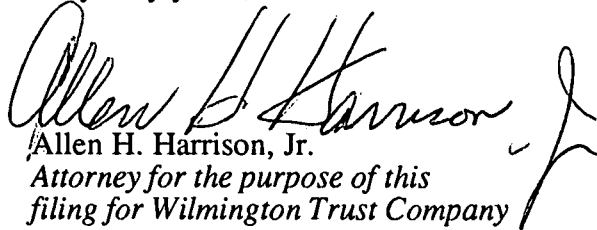
A short summary for each of the three Supplements to appear in the ICC Index is as follows:

"Change of identification numbers for some units in Equipment Lease Agreement under 16129."

Enclosed is a check in the amount of sixty-three dollars (\$63.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
*Attorney for the purpose of this  
filing for Wilmington Trust Company*

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

*Enclosures*

8310-020  
BY HAND

16129-K

RECORDATION NO. 16129-K  
FILED 1425  
JUL 17 1995 - 1 30 PM  
INTERSTATE COMMERCE COMMISSION

**LEASE SUPPLEMENT NO. 5**

**LEASE SUPPLEMENT NO. 5** ("LEASE SUPPLEMENT NO. 5") dated as of February 1, 1995, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 88-4, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation.

**WHEREAS**, Lessee leased from Lessor eight hundred ninety-eight (898) units of railroad equipment pursuant to an Equipment Lease Agreement, as supplemented (as supplemented, the "Equipment Lease") dated as of December 15, 1988, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("I.C.C.") Pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988 and given Recordation No. 16129; and

**WHEREAS**, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment.

**NOW, THEREFORE**, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated.
2. The Equipment Lease is hereby supplemented as follows:
  - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1994 to December 31, 1994.

**LESSOR:**

**WILMINGTON TRUST COMPANY**  
not in its individual capacity but  
solely as Owner Trustee under Rail  
Trust No. 88-4

By \_\_\_\_\_

Name:

Title:

**BRUCE L. BISSON**  
**VICE PRESIDENT**

**LESSEE**

**GE CAPITAL RAILCAR ASSOCIATES, INC.**  
as assignee in interest to Ite  
Rail Corporation

By \_\_\_\_\_

Name: Robert H. Tucker

Title: Executive Vice President

**ACKNOWLEDGED BY:**

**STATE STREET BANK & TRUST COMPANY**  
as Security Trustee

By \_\_\_\_\_

Name: Ruth A. Smith

Title: Assistant Vice President

STATE OF DELAWARE            )  
  ) SS.  
COUNTY OF NEW CASTLE        )

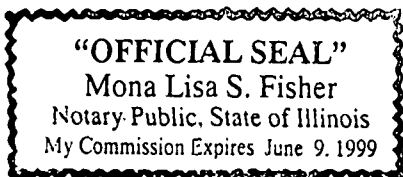
On this 15 day of May, 1995, before me personally appeared Bruce L. Bisson, personally known to me to be the person who executed the within instrument as a Vice President of WILMINGTON TRUST COMPANY, and acknowledged to me that the corporation executed it.

MARY T. ALLIN  
NOTARY PUBLIC  
My Commission expires August 16, 1995

Mary T. Allin  
Notary Public

STATE OF ILLINOIS            )  
  ) SS.  
COUNTY OF COOK            )

On this 7th day of July-----, 1995, before me personally appeared Robert H. Tucker, personally known to me to be the person who executed the within instrument as Executive Vice President of GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



Mona Lisa S. Fisher  
Notary Public

STATE OF MASSACUSETTS        )  
  ) SS.  
COUNTY OF SUFFOLK            )

On this 11th day of July-----, 1995, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed the within instrument as an Assistant Vice President of STATE STREET BANK & TRUST COMPANY, and acknowledged to me that the corporation executed it.

Ann Capelletti  
Notary Public  
My Commission expires 7/8/99

**LEASE SUPPLEMENT NO. 5  
TO RAIL TRUST NO. 88-4**

**SCHEDULE A**

**Remarks for Period 1/1/94 - 12/31/94**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
PLCX	012455	MMRR	012455
PLCX	012458	MMRR	012458
PLCX	012466	MMRR	012466
PLCX	012478	MMRR	012478
PLCX	012479	MMRR	012479
PLCX	012480	MMRR	012480
PLCX	012482	MMRR	012482
PLCX	012485	MMRR	012485
PLCX	012497	MMRR	012497
PLCX	012499	MMRR	012499
PLCX	012502	MMRR	012502
PLCX	012555	MMRR	012555
PLCX	013921	MMRR	013921
PLCX	013938	MMRR	013938

LEASE SUPPLEMENT NO. 5  
TO ITEL RAIL TRUST NO. 88-4

SCHEDULE A (Continued)  
Remarks for Period 1/1/94 - 12/31/94

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
PLCX	012473	MMRR	012473
HS	001858	PLCX	012654
HS	001859	PLCX	012655
HS	001872	PLCX	025575
PLCX	012008	DSRC	012008
PLCX	012011	DSRC	012011
PLCX	012016	DSRC	012016
HS	001856	PLCX	012577
HS	001869	PLCX	025543
HS	001870	PLCX	025554
HS	001871	PLCX	025565
PLCX	012026	CC	005071
PLCX	012515	CC	005072